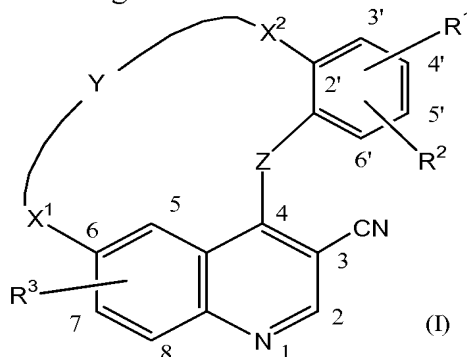


Listing of Claims

1. (Original) A compound having the formula



the *N*-oxide forms, the pharmaceutically acceptable addition salts and the stereochemically isomeric forms thereof, wherein

Z represents O, NH or S;

Y represents -C₃₋₉alkyl-, -C₃₋₉alkenyl-, -C₁₋₅alkyl-oxy-C₁₋₅alkyl-,
-C₁₋₅alkyl-NR¹²-C₁₋₅alkyl-, -C₁₋₅alkyl-NR¹³-CO-C₁₋₅alkyl-,
-C₁₋₅alkyl-CO-NR¹⁴-C₁₋₅alkyl-, -C₁₋₆alkyl-CO-NH-, -C₁₋₆alkyl-NH-CO-,
-CO-NH-C₁₋₆alkyl-, -NH-CO-C₁₋₆alkyl-, -CO-C₁₋₇alkyl-, -C₁₋₇alkyl-CO-,
C₁₋₆alkyl-CO-C₁₋₆alkyl-, -C₁₋₂alkyl-NH-CO-CH₂R¹⁵-NH-;

X¹ represents a direct bond, O, -O-C₁₋₂alkyl-, CO, -CO- C₁₋₂alkyl-, NR¹⁰,
-NR¹⁰-C₁₋₂alkyl-, NR¹⁶-CO-, NR¹⁶-CO-C₁₋₂alkyl-, -O-N=CH- or C₁₋₂alkyl;

X² represents a direct bond, O, -O-C₁₋₂alkyl-, CO, -CO- C₁₋₂alkyl-, NR¹¹,
NR¹¹-C₁₋₂alkyl-, NR¹⁷-CO-, NR¹⁷-CO-C₁₋₂alkyl-, Het²⁰-C₁₋₂alkyl-, -O-N=CH- or C₁₋₂alkyl;

R¹ represents hydrogen, cyano, halo, hydroxy, formyl, C₁₋₆alkoxy-, C₁₋₆alkyl-,
C₁₋₆alkoxy- substituted with halo,
C₁₋₄alkyl substituted with one or where possible two or more substituents selected
from hydroxy or halo;

R² represents hydrogen, cyano, halo, hydroxy, hydroxycarbonyl-, Het¹⁶-carbonyl-,
C₁₋₄alkyloxycarbonyl-, C₁₋₄alkylcarbonyl-, aminocarbonyl-,
mono-or di(C₁₋₄alkyl)aminocarbonyl-, Het¹, formyl, C₁₋₄alkyl-, C₂₋₆alkynyl-,
C₃₋₆cycloalkyl-, C₃₋₆cycloalkyloxy-, C₁₋₆alkoxy-, Ar⁵, Ar¹-oxy-, dihydroxyborane ,
C₁₋₆alkoxy- substituted with halo,
C₁₋₄alkyl substituted with one or where possible two or more substituents selected
from halo, hydroxy or NR⁴R⁵,

- C₁₋₄alkylcarbonyl- wherein said C₁₋₄alkyl is optionally substituted with one or where possible two or more substituents selected from hydroxy or C₁₋₄alkyl-oxy-;
- R³ represents hydrogen, hydroxy, Ar³-oxy, Ar⁴-C₁₋₄alkyloxy-, C₁₋₄alkyloxy-, C₂₋₄alkenyloxy- optionally substituted with Het¹² or R³ represents C₁₋₄alkyloxy substituted with one or where possible two or more substituents selected from C₁₋₄alkyloxy-, hydroxy, halo, Het²-, -NR⁶R⁷-, -carbonyl- NR⁸R⁹ or Het³-carbonyl-;
- R⁴ and R⁵ are each independently selected from hydrogen or C₁₋₄alkyl;
- R⁶ and R⁷ are each independently selected from hydrogen, C₁₋₄alkyl, Het⁸, aminosulfonyl-, mono- or di (C₁₋₄alkyl)-aminosulfonyl, hydroxy-C₁₋₄alkyl-, C₁₋₄alkyl-oxy-C₁₋₄alkyl-, hydroxycarbonyl-C₁₋₄alkyl-, C₃₋₆cycloalkyl, Het⁹-carbonyl-C₁₋₄alkyl-, Het¹⁰-carbonyl-, polyhydroxy-C₁₋₄alkyl-, Het¹¹-C₁₋₄alkyl- or Ar²-C₁₋₄alkyl-;
- R⁸ and R⁹ are each independently selected from hydrogen, C₁₋₄alkyl, C₃₋₆cycloalkyl, Het⁴, hydroxy-C₁₋₄alkyl-, C₁₋₄alkyloxyC₁₋₄alkyl- or polyhydroxy-C₁₋₄alkyl-;
- R¹⁰ represents hydrogen, C₁₋₄alkyl, Het⁵, Het⁶-C₁₋₄alkyl-, C₂₋₄alkenylcarbonyl- optionally substituted with Het⁷-C₁₋₄alkylaminocarbonyl-, C₂₋₄alkenylsulfonyl-, C₁₋₄alkyloxyC₁₋₄alkyl- or phenyl optionally substituted with one or where possible two or more substituents selected from hydrogen, hydroxy, amino or C₁₋₄alkyloxy-;
- R¹¹ represents hydrogen, C₁₋₄alkyl, C₁₋₄alkyl-oxy-carbonyl-, Het¹⁷, Het¹⁸-C₁₋₄alkyl-, C₂₋₄alkenylcarbonyl- optionally substituted with Het¹⁹-C₁₋₄alkylaminocarbonyl-, C₂₋₄alkenylsulfonyl-, C₁₋₄alkyloxyC₁₋₄alkyl- or phenyl optionally substituted with one or where possible two or more substituents selected from hydrogen, hydroxy, amino or C₁₋₄alkyloxy-;
- R¹² represents hydrogen, C₁₋₄alkyl, Het¹³, Het¹⁴-C₁₋₄alkyl- or phenyl optionally substituted with one or where possible two or more substituents selected from hydrogen, hydroxy, amino or C₁₋₄alkyloxy-;
- R¹³ and R¹⁴ are each independently selected from hydrogen, C₁₋₄alkyl, Het¹⁵-C₁₋₄alkyl- or C₁₋₄alkyloxyC₁₋₄alkyl-;
- R¹⁵ represents hydrogen or C₁₋₄alkyl optionally substituted with phenyl, indolyl, methylsulfide, hydroxy, thiol, hydroxyphenyl, aminocarbonyl, hydroxycarbonyl, amine, imidazolyl or guanidino;
- R¹⁶ and R¹⁷ are each independently selected from hydrogen, C₁₋₄alkyl, Het²¹-C₁₋₄alkyl or C₁₋₄alkyloxyC₁₋₄alkyl-;
- Het¹ represents a heterocycle selected from piperidinyl, morpholinyl, piperazinyl, furanyl, pyrazolyl, dioxolanyl, thiazolyl, oxazolyl, imidazolyl, isoxazolyl, oxadiazolyl, pyridinyl or pyrrolidinyl wherein said Het¹ is optionally substituted

amino, C₁₋₄alkyl, hydroxy-C₁₋₄alkyl-, phenyl, phenyl-C₁₋₄alkyl-,
C₁₋₄alkyl-oxy-C₁₋₄alkyl- mono- or di(C₁₋₄alkyl)amino- or amino-carbonyl-;

Het² represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl, pyrrolidinyl, thiomorpholinyl or dithianyl wherein said Het² is optionally substituted with one or where possible two or more substituents selected from hydroxy, halo, amino, C₁₋₄alkyl-, hydroxy-C₁₋₄alkyl-, C₁₋₄alkyl-oxy-C₁₋₄alkyl-, hydroxy-C₁₋₄alkyl-oxy-C₁₋₄alkyl-, mono- or di(C₁₋₄alkyl)amino-, mono- or di(C₁₋₄alkyl)amino-C₁₋₄alkyl-, aminoC₁₋₄alkyl-, mono- or di(C₁₋₄alkyl)amino-sulfonyl-, aminosulfonyl-;

Het³, Het⁴ and Het⁸ each independently represent a heterocycle selected from morpholinyl, piperazinyl, piperidinyl, furanyl, pyrazolyl, dioxolanyl, thiazolyl, oxazolyl, imidazolyl, isoxazolyl, oxadiazolyl, pyridinyl or pyrrolidinyl wherein said Het³, Het⁴ or Het⁸ is optionally substituted with one or where possible two or more substituents selected from hydroxy-, amino-, C₁₋₄alkyl-, C₃₋₆cycloalkyl-C₁₋₄alkyl-, aminosulfonyl-, mono- or di(C₁₋₄alkyl)aminosulfonyl or amino-C₁₋₄alkyl-;

Het⁵ represent a heterocycle selected from pyrrolidinyl or piperidinyl wherein said Het⁵ optionally substituted with one or where possible two or more substituents selected from C₁₋₄alkyl, C₃₋₆cycloalkyl, hydroxy-C₁₋₄alkyl-, C₁₋₄alkyloxyC₁₋₄alkyl or polyhydroxy-C₁₋₄alkyl-;

Het⁶ and Het⁷ each independently represent a heterocycle selected from morpholinyl, pyrrolidinyl, piperazinyl or piperidinyl wherein said Het⁶ and Het⁷ are optionally substituted with one or where possible two or more substituents selected from C₁₋₄alkyl, C₃₋₆cycloalkyl, hydroxy-C₁₋₄alkyl-, C₁₋₄alkyloxyC₁₋₄alkyl or polyhydroxy-C₁₋₄alkyl-;

Het⁹ and Het¹⁰ each independently represent a heterocycle selected from furanyl, piperidinyl, morpholinyl, piperazinyl, pyrazolyl, dioxolanyl, thiazolyl, oxazolyl, imidazolyl, isoxazolyl, oxadiazolyl, pyridinyl or pyrrolidinyl wherein said Het⁹ or Het¹⁰ is optionally substituted C₁₋₄alkyl, C₃₋₆cycloalkyl-C₁₋₄alkyl- or amino-C₁₋₄alkyl-;

Het¹¹ represents a heterocycle selected from indolyl or  ;

Het¹² represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl, pyrrolidinyl, thiomorpholinyl or dithianyl wherein said Het¹² is optionally substituted with one or where possible two or more substituents selected from hydroxy, halo, amino, C₁₋₄alkyl-, hydroxy-C₁₋₄alkyl-, C₁₋₄alkyl-oxy-C₁₋₄alkyl-,

hydroxy-C₁₋₄alkyl-oxy-C₁₋₄alkyl-, mono- or di(C₁₋₄alkyl)amino- or mono- or di(C₁₋₄alkyl)amino-C₁₋₄alkyl-;

Het¹³ represent a heterocycle selected from pyrrolidinyl or piperidinyl wherein said Het¹³ is optionally substituted with one or where possible two or more substituents selected from C₁₋₄alkyl, C₃₋₆cycloalkyl, hydroxy-C₁₋₄alkyl-, C₁₋₄alkyloxyC₁₋₄alkyl or polyhydroxy-C₁₋₄alkyl-;

Het¹⁴ represent a heterocycle selected from morpholinyl, pyrrolidinyl, piperazinyl or piperidinyl wherein said Het¹⁴ is optionally substituted with one or where possible two or more substituents selected from C₁₋₄alkyl, C₃₋₆cycloalkyl, hydroxy-C₁₋₄alkyl-, C₁₋₄alkyloxyC₁₋₄alkyl or polyhydroxy-C₁₋₄alkyl-;

Het¹⁵ and Het²¹ each independently represent a heterocycle selected from morpholinyl, pyrrolidinyl, piperazinyl or piperidinyl wherein said heterocycles are optionally substituted with one or where possible two or more substituents selected from C₁₋₄alkyl, C₃₋₆cycloalkyl, hydroxy-C₁₋₄alkyl-, C₁₋₄alkyloxyC₁₋₄alkyl or polyhydroxy-C₁₋₄alkyl-;

Het¹⁶ represent a heterocycle selected from morpholinyl, pyrrolidinyl, piperazinyl, 1,3,2-dioxaborolane or piperidinyl wherein said heterocycle is optionally substituted with one or more substituents selected from C₁₋₄alkyl; and

Het¹⁷ represent a heterocycle selected from pyrrolidinyl or piperidinyl wherein said Het¹⁷ is optionally substituted with one or where possible two or more substituents selected from C₁₋₄alkyl, C₃₋₆cycloalkyl, hydroxy-C₁₋₄alkyl-, C₁₋₄alkyloxyC₁₋₄alkyl or polyhydroxy-C₁₋₄alkyl-;

Het¹⁸ and Het¹⁹ each independently represent a heterocycle selected from morpholinyl, pyrrolidinyl, piperazinyl or piperidinyl wherein said Het¹⁸ and Het¹⁹ are optionally substituted with one or where possible two or more substituents selected from C₁₋₄alkyl, C₃₋₆cycloalkyl, hydroxy-C₁₋₄alkyl-, C₁₋₄alkyloxyC₁₋₄alkyl or polyhydroxy-C₁₋₄alkyl-;

Het²⁰ represents a heterocycle selected from pyrrolidinyl, 2-pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, imidazolyl or pyrazolidinyl wherein said Het²⁰ is optionally substituted with one or where possible two or more substituents selected from C₁₋₄alkyl, C₃₋₆cycloalkyl, hydroxy-C₁₋₄alkyl-, C₁₋₄alkyloxyC₁₋₄alkyl or polyhydroxy-C₁₋₄alkyl-; and

Ar¹, Ar², Ar³, Ar⁴ and Ar⁵ each independently represent phenyl optionally substituted with cyano, C₁₋₄alkylsulfonyl-, C₁₋₄alkylsulfonylamino-, aminosulfonylamino-, hydroxy-C₁₋₄alkyl, aminosulfonyl-, hydroxy-, C₁₋₄alkyloxy- or C₁₋₄alkyl.

2. (Currently Amended) A compound according to claim 1 wherein;

~~Another group of compounds consists of those compounds of formula (I) wherein one or more of the following restrictions apply:~~

Z represents NH;

Y represents -C₃₋₉alkyl-, -C₂₋₉alkenyl-, -C₁₋₅alkyl-oxy-C₁₋₅alkyl-,
-C₁₋₅alkyl-NR¹²-C₁₋₅alkyl-, -C₁₋₅alkyl-NR¹³-CO-C₁₋₅alkyl-, -C₁₋₆alkyl-NH-CO-,
-CO-C₁₋₇alkyl-, -C₁₋₇alkyl-CO- or C₁₋₆alkyl-CO-C₁₋₆alkyl;

X¹ represents O, -O-C₁₋₂alkyl-, -O-N=CH-, NR¹⁶-CO, -NR¹⁶-CO-C₁₋₂alkyl-, NR¹⁰ or
-NR¹⁰-C₁₋₂alkyl-; in a particular embodiment X¹ represents -O-, -O-CH₂-, NR¹⁰ or
-NR¹⁰-C₁₋₂alkyl-;

X² represents a direct bond, O, -O-C₁₋₂alkyl-, -O-N=CH-, Het²⁰-C₁₋₂alkyl, C₁₋₂alkyl,
NR¹⁷-CO, -NR¹⁷-CO-C₁₋₂alkyl-, NR¹¹ or NR¹¹-C₁₋₂alkyl-; in a particular
embodiment X² represents a direct bond, -O-N=CH-, -NR¹¹-C₁₋₂alkyl-,
-NR¹¹-CH₂-, Het²⁰-C₁₋₂alkyl, NR¹⁷-CO, -NR¹⁷-CO-C₁₋₂alkyl- -C₁₋₂alkyl-,
-O-C₁₋₂alkyl-, -O- or -O-CH₂-;

R¹ represents hydrogen, cyano, halo or hydroxy, preferably halo;

R² represents hydrogen, cyano, halo, hydroxy, hydroxycarbonyl-, C₁₋₄
alkyloxy carbonyl-, Het¹⁶-carbonyl-, C₂₋₆alkynyl-, Ar⁵ or Het¹;

In a further embodiment R² represents hydrogen, cyano, halo, hydroxy,
C₂₋₆alkynyl- or Het¹;

R³ represents hydrogen, hydroxy, C₁₋₄alkyloxy-, Ar⁴-C₁₋₄alkyloxy or R³ represents
C₁₋₄alkyloxy substituted with one or where possible two or more substituents
selected from C₁₋₄alkyloxy- or Het²-;

R¹⁰ represents hydrogen, C₁₋₄alkyl- or C₁₋₄alkyl-oxy-carbonyl-;

R¹¹ represents hydrogen, C₁₋₄alkyl- or C₁₋₄alkyl-oxy-carbonyl-;

R¹² represents Het¹⁴-C₁₋₄alkyl, in particular morpholinyl-C₁₋₄alkyl;

R¹⁶ represents hydrogen, C₁₋₄alkyl-, Het²¹-C₁₋₄alkyl or C₁₋₄alkyl-oxy-C₁₋₄alkyl; in
particular R¹⁶ represents hydrogen or C₁₋₄alkyl;

R¹⁷ represents hydrogen, C₁₋₄alkyl-, Het²¹-C₁₋₄alkyl or C₁₋₄alkyl-oxy-C₁₋₄alkyl; in
particular R¹⁶ represents hydrogen or C₁₋₄alkyl;

Het¹ represents thiazolyl optionally substituted amino, C₁₋₄alkyl, hydroxy-C₁₋₄alkyl-,
phenyl, phenyl-C₁₋₄alkyl-, C₁₋₄alkyl-oxy-C₁₋₄alkyl- mono- or di(C₁₋₄alkyl)amino-
or amino-carbonyl-;

Het² represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl or
pyrrolidinyl wherein said Het² is optionally substituted with one or where possible
two or more substituents selected from hydroxy, amino or C₁₋₄alkyl-;

~~In a further embodiment Het² represents a heterocycle selected from morpholinyl
or piperidinyl optionally substituted with C₁₋₄alkyl, preferably methyl;~~

Het¹⁴ represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl or pyrrolidinyl wherein said Het¹⁴ is optionally substituted with one or where possible two or more substituents selected from hydroxy, amino or C₁₋₄alkyl-;

Het¹⁶ represents a heterocycle selected from piperidinyl, morpholinyl or pyrrolidinyl;

Het²⁰ represents a heterocycle selected from pyrrolidinyl, 2-pyrrolidinyl or piperidinyl;

Het²¹ represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl or pyrrolidinyl wherein said Het²¹ is optionally substituted with one or where possible two or more substituents selected from hydroxy, amino or C₁₋₄alkyl-;

Ar⁴ represents phenyl optionally substituted with cyano, hydroxy-, C₁₋₄alkyloxy or C₁₋₄alkyl;

Ar⁵ represents phenyl optionally substituted with cyano, hydroxy, C₁₋₄alkyloxy or C₁₋₄alkyl.

3. (Currently Amended) A compound according to claim 1 wherein;

Z represents NH;

Y represents -C₃₋₉alkyl-, -C₁₋₅alkyl-NR¹²-C₁₋₅alkyl-, -C₁₋₅alkyl-NR¹³-CO-C₁₋₅alkyl-, -C₁₋₆alkyl-NH-CO- or -CO-NH -C₁₋₆alkyl-;

X¹ represents a direct bond, NR¹⁰, -NR¹⁰-C₁₋₂alkyl-, -NR¹⁰-CH₂-, -C₁₋₂alkyl-, -O-C₁₋₂alkyl-, -O- or -O-CH₂-;

X² represents a-O-, NR¹¹, NR¹⁷-CO, NR¹⁷-CO-C₁₋₂alkyl or Het²⁰-C₁₋₂alkyl;

R¹ represents hydrogen or halo;

R² represents hydrogen, cyano, halo, hydroxycarbonyl-, C₁₋₄alkyloxycarbonyl-, Het¹⁶-carbonyl- or Ar⁵;

R³ represents hydrogen, hydroxy, C₁₋₄alkyloxy-, Ar⁴-C₁₋₄alkyloxy or R³ represents C₁₋₄alkyloxy substituted with one or where possible two or more substituents selected from C₁₋₄alkyloxy- or Het²-;

R¹⁰ represents hydrogen;

R¹¹ represents hydrogen, C₁₋₄alkyl- or C₁₋₄alkyl-oxy-carbonyl-;

R¹² represents Het¹⁴-C₁₋₄alkyl, in particular morpholinyl-C₁₋₄alkyl;

R¹³ represents hydrogen;

R¹⁷ represents hydrogen;

Het² represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl or pyrrolidinyl wherein said Het² is optionally substituted with one or where possible two or more substituents selected from hydroxy, amino or C₁₋₄alkyl-;

~~In a further embodiment Het² represents a heterocycle selected from morpholinyl or piperidinyl optionally substituted with C₁₋₄alkyl, preferably methyl;~~

Het¹⁴ represents morpholinyl;

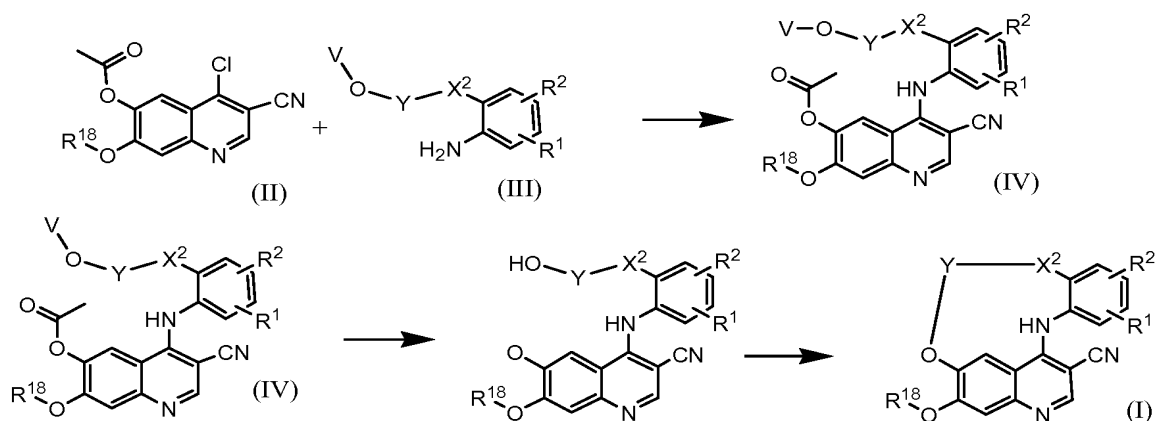
Het¹⁶ represents a heterocycle selected from morpholinyl or pyrrolidinyl;

Het²⁰ represents pyrrolidinyl or piperidinyl;

Ar⁴ represents phenyl;

Ar⁵ represents phenyl optionally substituted with cyano.

4. (Currently Amended) A compound according to claim 1, ~~any one of claims 1 to 3~~ wherein the R¹ substituent is at position 4', the R² substituent is at position 5' and the R³ substituent at position 7 of the structure of formula (I).
- 5.-7. (Cancelled)
8. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and, as active ingredient, an effective kinase inhibitory amount of a compound as described in claim 1 ~~any one of the claims 1 to 4~~.
9. (Currently Amended) A process for preparing a compound as claimed in claim 1 ~~claims 1 to 4~~, comprising:
 - a) coupling the known 6-acetoxy-4-chloro-3-cyano- quinolines of formula (II) with the suitable substituted anilines of formula (III) to furnish the intermediates of formula (IV), and deprotecting the intermediates of formula (IV) followed by ring closure under suitable conditions;

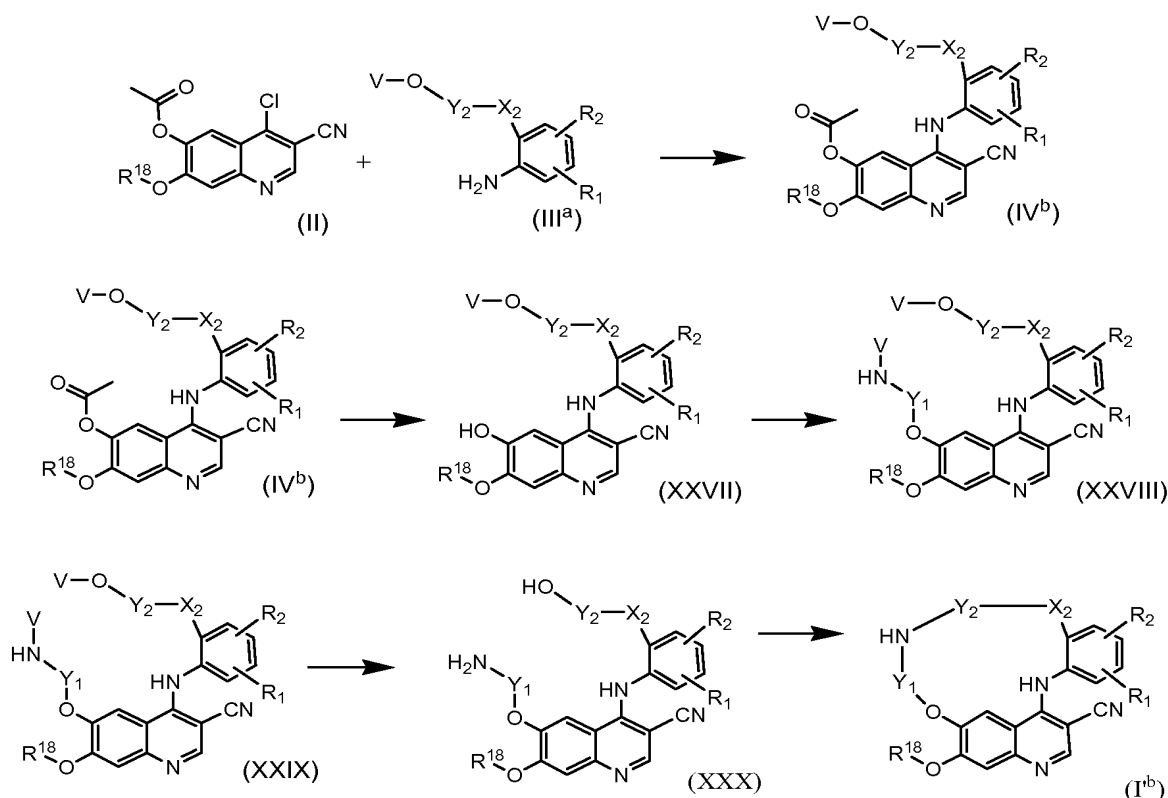


wherein:

V = protective group such as for example methylcarbonyl, t-butyl, methyl, ethyl, benzyl or trialkylsilyl groups,

R¹⁸ represents Ar³, Ar⁴-C₁₋₄alkyl, C₁₋₄alkyl, C₂₋₆alkenyl optionally substituted with Het¹² or R¹⁸ represents C₁₋₄alkyl substituted with one or where possible two or more substituents selected from C₁₋₄alkyloxy, hydroxy, halo, Het², NR⁷R⁸, NR⁹R¹⁰-carbonyl or Het³-carbonyl, wherein Ar³, Ar⁴, Het¹², Het², R⁷, R⁸, R⁹, R¹⁰ and Het³ are defined as for the compounds of formula (I);

- b) deprotection of the intermediates of formula (IV^b) and subsequent formation of the corresponding ether using the appropriate aminated alcohol under standard conditions provides the intermediates of formula (XXVIII). Deprotection followed by ring closure provides the target compounds of formula (I^b);



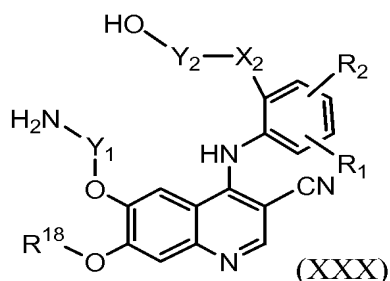
wherein:

V = protective group such as for example, methylcarbonyl, t-butyl, methyl, ethyl, benzyl or trialkylsilyl groups, or in case of solid phase chemistry the resin to which the remainder of the molecule is attached,

R¹⁸ represents Ar³, Ar⁴-C₁₋₄alkyl, C₁₋₄alkyl, C₂₋₆alkenyl optionally substituted with Het¹² or R¹⁸ represents C₁₋₄alkyl substituted with one or where possible two or more substituents selected from C₁₋₄alkoxy, hydroxy, halo, Het², NR⁶R⁷, NR⁸R⁹-carbonyl or Het³-carbonyl, wherein Ar³, Ar⁴, Het¹², Het², R⁶, R⁷, R⁸, R⁹ and Het³ are defined as for the compounds of formula (I)

Y₁ and Y₂ each independently represent a C₁₋₅alkyl, CO-C₁₋₅alkyl or CO-CH₂R¹⁶-NH-

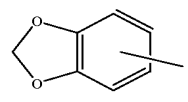
10. (Currently Amended) A method of treating a cell proliferative disorder, the method comprising administering to an animal in need of such treatment a therapeutically effective amount of a compound as claimed in claim 1 ~~any one of claims 1 to 4~~.
11. (Currently Amended) ~~An intermediate~~ A compound of formula (XXX)



the pharmaceutically acceptable addition salts and the stereochemically isomeric forms thereof, wherein

- Y_1 and Y_2 each independently represent C_{1-5} alkyl, $CO-C_{1-5}$ alkyl or $CO-CH_2R^{15}-NH-$;
 X^1 represents a direct bond, O, $-O-C_{1-2}$ alkyl-, CO, $-CO-C_{1-2}$ alkyl-, NR^{10} ,
 $-NR^{10}-C_{1-2}$ alkyl-, $-CH_2-$, $-O-N=CH-$ or $-C_{1-2}$ alkyl-;
 X^2 represents a direct bond, O, $-O-C_{1-2}$ alkyl-, CO, $-CO-C_{1-2}$ alkyl-, NR^{11} ,
 $-NR^{11}-C_{1-2}$ alkyl-, $-CH_2-$, $-O-N=CH-$ or C_{1-2} alkyl-;
 R^1 represents hydrogen, cyano, halo, hydroxy, formyl, C_{1-6} alkoxy-, C_{1-6} alkyl-,
 C_{1-6} alkoxy- substituted with halo,
 C_{1-4} alkyl substituted with one or where possible two or more substituents selected
from hydroxy or halo; and
 R^2 represents hydrogen, cyano, halo, hydroxy, hydroxycarbonyl-, Het¹⁶-carbonyl-,
 C_{1-4} alkyloxycarbonyl-, C_{1-4} alkylcarbonyl-, aminocarbonyl-,
mono-or di(C_{1-4} alkyl)aminocarbonyl-, Het¹, formyl, C_{1-4} alkyl-, C_{2-6} alkynyl-,
 C_{3-6} cycloalkyl-, C_{3-6} cycloalkyloxy-, C_{1-6} alkoxy-, Ar^5 , Ar^1 -oxy-, dihydroxyborane ,
 C_{1-6} alkoxy- substituted with halo,
 C_{1-4} alkyl substituted with one or where possible two or more substituents selected
from halo, hydroxy or NR^4R^5 ,
 C_{1-4} alkylcarbonyl- wherein said C_{1-4} alkyl is optionally substituted with one or
where possible two or more substituents selected from hydroxy or
 C_{1-4} alkyl-oxy-;
 R^4 and R^5 are each independently selected from hydrogen or C_{1-4} alkyl;
 R^6 and R^7 are each independently selected from hydrogen, C_{1-4} alkyl, Het⁸,
aminosulfonyl-, mono- or di (C_{1-4} alkyl)-aminosulfonyl, hydroxy- C_{1-4} alkyl-,
 C_{1-4} alkyl-oxy- C_{1-4} alkyl-, hydroxycarbonyl- C_{1-4} alkyl-, C_{3-6} cycloalkyl, Het⁹-
carbonyl- C_{1-4} alkyl-, Het¹⁰-carbonyl-, polyhydroxy- C_{1-4} alkyl-, Het¹¹- C_{1-4} alkyl- or
 Ar^2 - C_{1-4} alkyl-;
 R^8 and R^9 are each independently selected from hydrogen, C_{1-4} alkyl, C_{3-6} cycloalkyl,
Het⁴, hydroxy- C_{1-4} alkyl-, C_{1-4} alkyloxy C_{1-4} alkyl- or polyhydroxy- C_{1-4} alkyl-;
 R^{10} represents hydrogen, C_{1-4} alkyl, C_{1-4} alkyl-oxy-carbonyl-, Het¹⁷, Het¹⁸- C_{1-4} alkyl-,
 C_{2-4} alkenylcarbonyl- optionally substituted with Het¹⁹- C_{1-4} alkylaminocarbonyl-,

- C₂₋₄alkenylsulfonyl-, C₁₋₄alkyloxyC₁₋₄alkyl- or phenyl optionally substituted with one or where possible two or more substituents selected from hydrogen, hydroxy, amino or C₁₋₄alkyloxy-;
- R¹¹ represents hydrogen, C₁₋₄alkyl, Het¹³, Het¹⁴-C₁₋₄alkyl- or phenyl optionally substituted with one or where possible two or more substituents selected from hydrogen, hydroxy, amino or C₁₋₄alkyloxy-;
- R¹⁵ represents hydrogen or C₁₋₄alkyl optionally substituted with phenyl, indolyl, methylsulfide, hydroxy, thiol, hydroxyphenyl, aminocarbonyl, hydroxycarbonyl, amine, imidazolyl or guanidino;
- R¹⁸ represents Ar³, Ar⁴-C₁₋₄alkyl, C₁₋₄alkyl, C₂₋₆alkenyl optionally substituted with Het¹² or R¹⁸ represents C₁₋₄alkyl substituted with one or where possible two or more substituents selected from C₁₋₄alkyloxy, hydroxy, halo, Het², NR⁶R⁷, NR⁸R⁹-carbonyl or Het³-carbonyl;
- Het¹ represents a heterocycle selected from piperidinyl, morpholinyl, piperazinyl, furanyl, pyrazolyl, dioxolanyl, thiazolyl, oxazolyl, imidazolyl, isoxazolyl, oxadiazolyl, pyridinyl or pyrrolidinyl wherein said Het¹ is optionally substituted amino, C₁₋₄alkyl, hydroxy-C₁₋₄alkyl-, phenyl, phenyl-C₁₋₄alkyl-, C₁₋₄alkyl-oxy-C₁₋₄alkyl- mono- or di(C₁₋₄alkyl)amino- or amino-carbonyl-;
- Het² represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl, pyrrolidinyl, thiomorpholinyl or dithianyl wherein said Het² is optionally substituted with one or where possible two or more substituents selected from hydroxy, halo, amino, C₁₋₄alkyl-, hydroxy-C₁₋₄alkyl-, C₁₋₄alkyl-oxy-C₁₋₄alkyl-, hydroxy-C₁₋₄alkyl-oxy-C₁₋₄alkyl-, mono- or di(C₁₋₄alkyl)amino-, mono- or di(C₁₋₄alkyl)amino-C₁₋₄alkyl-, aminoC₁₋₄alkyl-, mono- or di(C₁₋₄alkyl)amino-sulfonyl-, aminosulfonyl-;
- Het³, Het⁴ and Het⁸ each independently represent a heterocycle selected from morpholinyl, piperazinyl, piperidinyl, furanyl, pyrazolyl, dioxolanyl, thiazolyl, oxazolyl, imidazolyl, isoxazolyl, oxadiazolyl, pyridinyl or pyrrolidinyl wherein said Het³, Het⁴ or Het⁸ is optionally substituted with one or where possible two or more substituents selected from hydroxy-, amino-, C₁₋₄alkyl-, C₃₋₆cycloalkyl-C₁₋₄alkyl-, aminosulfonyl-, mono- or di(C₁₋₄alkyl)aminosulfonyl or amino-C₁₋₄alkyl-;
- Het⁹ and Het¹⁰ each independently represent a heterocycle selected from furanyl, piperidinyl, morpholinyl, piperazinyl, pyrazolyl, dioxolanyl, thiazolyl, oxazolyl, imidazolyl, isoxazolyl, oxadiazolyl, pyridinyl or pyrrolidinyl wherein said Het⁹ or Het¹⁰ is optionally substituted C₁₋₄alkyl, C₃₋₆cycloalkyl-C₁₋₄alkyl- or amino-C₁₋₄alkyl-;



- Het¹¹ represents a heterocycle selected from indolyl or
- Het¹² represents a heterocycle selected from morpholinyl, piperazinyl, piperidinyl, pyrrolidinyl, thiomorpholinyl or dithianyl wherein said Het¹² is optionally substituted with one or where possible two or more substituents selected from hydroxy, halo, amino, C₁₋₄alkyl-, hydroxy-C₁₋₄alkyl-, C₁₋₄alkyl-oxy-C₁₋₄alkyl-, hydroxy-C₁₋₄alkyl-oxy-C₁₋₄alkyl-, mono- or di(C₁₋₄alkyl)amino- or mono- or di(C₁₋₄alkyl)amino-C₁₋₄alkyl-;
- Het¹³ represent a heterocycle selected from pyrrolidinyl or piperidinyl wherein said Het¹³ is optionally substituted with one or where possible two or more substituents selected from C₁₋₄alkyl, C₃₋₆cycloalkyl, hydroxy-C₁₋₄alkyl-, C₁₋₄alkyloxyC₁₋₄alkyl or polyhydroxy-C₁₋₄alkyl-;
- Het¹⁴ represent a heterocycle selected from morpholinyl, pyrrolidinyl, piperazinyl or piperidinyl wherein said Het¹⁴ is optionally substituted with one or where possible two or more substituents selected from C₁₋₄alkyl, C₃₋₆cycloalkyl, hydroxy-C₁₋₄alkyl-, C₁₋₄alkyloxyC₁₋₄alkyl or polyhydroxy-C₁₋₄alkyl-;
- Het¹⁶ represent a heterocycle selected from morpholinyl, pyrrolidinyl, piperazinyl, 1,3,2-dioxaborolane or piperidinyl wherein said heterocycle is optionally substituted with one or more substituents selected from C₁₋₄alkyl; and
- Het¹⁷ represent a heterocycle selected from pyrrolidinyl or piperidinyl wherein said Het¹⁷ is optionally substituted with one or where possible two or more substituents selected from C₁₋₄alkyl, C₃₋₆cycloalkyl, hydroxy-C₁₋₄alkyl-, C₁₋₄alkyloxyC₁₋₄alkyl or polyhydroxy-C₁₋₄alkyl-;
- Het¹⁸ and Het¹⁹ each independently represent a heterocycle selected from morpholinyl, pyrrolidinyl, piperazinyl or piperidinyl wherein Het¹⁸ and Het¹⁹ are optionally substituted with one or where possible two or more substituents selected from C₁₋₄alkyl, C₃₋₆cycloalkyl, hydroxy-C₁₋₄alkyl-, C₁₋₄alkyloxyC₁₋₄alkyl or polyhydroxy-C₁₋₄alkyl-;
- Ar¹, Ar³, Ar⁴ and Ar⁵ each independently represent phenyl optionally substituted with cyano, C₁₋₄alkylsulfonyl-, C₁₋₄alkylsulfonylamino-, aminosulfonylamino-, hydroxy-C₁₋₄alkyl, aminosulfonyl-, hydroxy-, C₁₋₄alkyloxy- or C₁₋₄alkyl.